

**ARTICLES OF INCORPORATION**

**OF THE**

**MINNESOTA VOCATIONAL**

**AGRICULTURE INSTRUCTORS ASSOCIATION**

**(MINNESOTA ASSOCIATION OF AGRICULTURAL EDUCATORS)**

We, the undersigned, for the purpose of forming a corporation under the pursuant to the provisions of Chapter 317 Minnesota Statutes, known as the Minnesota Non-Profit Corporation Act, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation shall be: Minnesota Vocational Agriculture Instructors Association, Inc. (Minnesota Association of Agricultural Educators, Inc.)

**ARTICLE II**

The purpose of this corporation shall be:

1. To encourage high standards of teaching agriculture.
2. To encourage mutual helpfulness among its members.
3. To study the problems of the vocational teacher and to assist in making him/her a greater asset to the community.
4. To aid its members in securing positions.
5. To promote cooperative relationships with supervisory staffs and the teacher training department in policy formulation.
6. To promote a constructive program of vocational agricultural education in Minnesota.
7. To cooperate with state and national organizations with professional interest in agriculture education.

**ARTICLE III**

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

**ARTICLE IV**

The period of duration of corporate existence of this corporation shall be perpetual.

**ARTICLE V**

The location of the registered office of this corporation in this state is: Department of Agricultural Education, 320 Vo-Tech Building, 1954 Buford Avenue, University of Minnesota, St. Paul, Minnesota 55108

**ARTICLE VI**

The name and address of each incorporater of this corporation is:

Clarence Hemming, Alexandria, MN  
Clifford Thoreson, Norwood, MN  
Glenn Anderson, Winona, MN  
Odell Barduson, Olivia, MN  
W. O. Forsberg, New Ulm, MN  
Gordon Swanson, St. Paul, MN  
Henrik Aune, Morris, MN

#### ARTICLE VII

The number of directors constituting the first board of directors of this corporation shall be twenty, and the tenure in office of such first board of directors shall be as given in the table following, or until successors are elected and qualified according to the by-laws. The name, address, district, tenure, and expiration date of each first director is:

<u>Name</u>	<u>Address</u>	<u>District</u>	<u>Tenure</u>	<u>Exp. Date</u>
George Nornes	Climax, Minnesota	I	1 year	June, 1955
H. B. Reinarz	Minpok, Minnesota	I	1 year	June, 1955
Wm. Fortman	Little Falls, Minnesota	II	2 years	June, 1956
B. Sonstegard	Alexandria, Minnesota	II	2 years	June, 1956
Genal Undlin	Granite Falls, Minnesota	III	1 year	June, 1955
Tanner Jacobson	Willmar, Minnesota	III	1 year	June, 1955
Ed Fier	New Ulm, Minnesota	IV	2 years	June, 1956
Morrell Seeds	Tracy, Minnesota	IV	2 years	June, 1956
Lowell Ross	Albert Lea, Minnesota	V	1 year	June, 1955
R. Koupal	Winona, Minnesota	V	1 year	June, 1955
W.O. Woodman	Rochester, Minnesota	VI	2 years	June, 1956
Joe Kemen	Rochester, Minnesota	VI	2 years	June, 1956
A. Heichel	Chisago, Minnesota	VII	1 year	June, 1955
William Bory	Milaca, Minnesota	VII	1 year	June, 1955
C. Milbreth	Proctor, Minnesota	VIII	2 years	June, 1956
S.E. Robinson	Barnum, Minnesota	VIII	2 years	June, 1956
Loyal McCann	Marshall, Minnesota	III-IV	1 years	June, 1955
Don Ritland	Austin, Minnesota	V-VI	2 years	June, 1956
George Peterson	Virginia, Minnesota	VII-VIII	3 years	June, 1957
R.A. Ahlfors	Alexandria, Minnesota	I-II	4 years	June, 1958

#### ARTICLE VIII

The extent of personal liability, if any, of members for corporate obligations and the methods of enforcement and collection, are as follows:

Members shall not have personal liability for corporate obligations.

#### ARTICLE IX

This corporation shall have no capital stock.

**MVAIA (MAAE) CONSTITUTION AND BY-LAWS**

**Minnesota Vocational Agricultural Instructors Association**  
**(Minnesota Association of Agricultural Educators)**

**Adopted 1970**

**ARTICLE I - NAME**

Section A. The name of this organization shall be the Minnesota Vocational Agricultural Instructors Association, Incorporated. (Minnesota Association of Agricultural Educators, Incorporated)

**ARTICLE II - PURPOSE**

Section A. The purpose of this organization shall be to:

1. Encourage high standards of teaching agriculture.
2. Encourage mutual helpfulness among its members.
3. Study the problems of the vocational agriculture teacher, and assist in making him/her a greater asset to the community.
4. Promote a constructive program of vocational agriculture education in Minnesota.
5. Promote cooperative relationships with supervisory staff and teacher training department in policy formation.
6. Cooperate with state and national organizations with professional interest in agriculture education.
7. Promote social and fraternal relationships among the members of the association
8. Encourage region activities among the members.
9. Aid its members in matters pertaining to teacher's welfare.

**ARTICLE III - MEMBERSHIP**

Section A. Membership in this association shall be designed as active, affiliate, associate, student and honorary.

Section B. Qualifications and privileges of each type of membership shall be defined as follows:

1. Active membership shall be defined as persons professionally qualified and/or certified by the State Department of Education to teach vocational agriculture or any course related there to which requires an understanding and knowledge of agriculture, and is employed as a teacher of agriculture at an elementary, secondary, post secondary public and/or private institution offering less than a baccalaureate degree. Active members shall also include area ag coordinators. Active members include members in the National Association of Agricultural Educators, and the Association for Career and Technical Education.
  - a. Policy - Regional Dean of Management Education-  
The Regional Deans of Management Education are charged with many different duties and responsibilities, some of which are administrative, but most of which deal with the maintenance of secondary programs and personal and adult farm management programs and personnel. Thereby, Regional Deans of Management Education shall be referred to as "active" members of the MAAE.
  - b. Membership in the Minnesota Association of Career and Technical Education shall not be considered mandatory; however, the MAAE Board of Directors shall maintain policies and procedures to encourage active and affiliate members to join the Minnesota Association of Career and Technical Education.
2. Affiliate members in this association shall include teacher educators, state supervisory staff, administrators and any others engaged in the program of vocational and technical agriculture who are not employed as vocational agricultural instructors and others subject to the approval of the executive committee. Affiliate membership includes membership in ACTE and membership in NAAE.

3. Associate membership in this association is open to all other persons interested in the program of vocational agriculture, who are not employed as vocational agriculture educators, but who may sense and support the logic and necessity of our mutual understanding and cooperation. Associate membership does not include membership in NAAE, and ACTE nor does it include eligibility for any tenure or other standing awards of MAAE.
4. Student membership - those students in training to be teachers of vocational and technical agriculture and does not include student membership in the NAAE.
5. Honorary membership may be conferred upon any person by a two-thirds vote of the board of directors.
6. Active, affiliate, associate and student membership shall terminate upon failure to pay dues.
7. Only active members shall have the right to vote, hold elective office and hold committee membership in the association.

#### **ARTICLE IV - OFFICERS AND DIRECTORS**

- Section A. The officers of this association shall consist of president, president-elect, vice-president, secretary, treasurer, and membership secretary.
- Section B. The Board of Directors shall consist of the president, president-elect, vice-president, secretary, treasurer, and membership secretary, immediate past president, and the directors of the association. In addition, the executive director, professional development coordinator, *Ag in Action* editor, post-secondary representative, FFA Alumni representative, and a regional dean of management education shall serve as ex-officio, non-voting members.
- Section C. The Executive Committee shall consist of the president, president-elect, vice-president, secretary, treasurer, membership secretary and immediate past president of the organization.
- Section D. The president-elect, vice-president, and secretary shall be elected by ballot before the conclusion of the annual meeting each year and shall serve for the fiscal year or until a successor is elected. The treasurer shall be elected at the even year annual meeting and shall serve a two year term. The membership secretary shall be elected at the uneven year annual meeting and shall serve a two year term.
- Section E. There shall be one director elected from each of the eight MAAE regions by the vocational agriculture instructor members there in. Each region director shall be elected prior to the conclusion of the summer meeting and shall serve for two years. If a vacancy should occur in a director's position during the year, the region shall elect a person to finish his/her term.
- Section F. Should a vacancy occur in any office except that of president, a successor shall be selected by the board of directors to serve until a successor can be elected. The vice-president shall become president for the remainder of the term if a vacancy occurs in the office of president.
- Section G. Nominations and election of officers
1. The board of directors shall serve as a nominating committee and shall present a slate of at least one qualified candidate for each office to the association at the annual meeting. Candidates for the office of vice-president and president-elect must have served as members of MAAE Board of Directors. This includes ex-officio members.
  2. Nominations shall remain open to the time of election.
  3. Officers shall be elected by a majority vote of the members present at the annual meeting. When authorized by the board of directors, the ballot may be by mail. If more than two candidates are nominated and one does not receive a majority vote on the first ballot, a second ballot must be taken on the two candidates receiving the most votes.
- Section H. It shall be the duty of the board of directors to consider and promote vocational agriculture within the state with special reference to informing the public and our legislature with respect to the value and needs of the program; prepare an annual program of work; approve all expenditures of the available funds deemed necessary for the

welfare of the association; and have jurisdiction over the business of the organization between annual meetings, within limitation of the by-laws.

Section I. The board of directors shall appoint all standing committees upon recommendation of the vice-president prior to the annual meeting.

#### **ARTICLE V - MEETING**

Section A. The annual meeting of the association shall be held at the time of the annual state conference of agriculture instructors.

Section B. Special meetings may be called at any time or place as the president may direct upon vote of the executive committee.

Section C. At least ten days prior to the annual meeting, notice of said meeting shall be given by the president or person designated by him.

Section D. A quorum shall consist of twenty-five percent of the total active membership.

Section E. A quorum for the board of directors shall constitute a majority of the voting members of the board of directors.

#### **ARTICLE VI - FISCAL YEAR AND DUES**

Section A. The fiscal year of the organization shall extend from July 1 to June 30 of the following year.

Section B. The board of directors shall determine the amount of dues to be paid by each class of membership for the fiscal year of the organization. All changes of dues shall be determined at least five months in advance of the regular time of payment.

Section C. Membership will be cancelled without notice for non-payment of dues, and all rights and privileges of active membership shall cease at the end of the fiscal year for which dues were paid.

#### **ARTICLE VII - AMENDMENTS**

Section A. The by-laws may be amended at the annual meeting or any special meeting by a two-thirds vote of the active members present.

Section B. The membership must be advised of a proposed amendment at least ten days prior to its consideration by the membership.

#### **ARTICLE VIII - PARLIMENTARY AUTHORITY**

Section A. Demeter's Manual of Parliamentary Law and Procedures shall be the official parliamentary authority.

**MVAIA (MAAE) SCHOLARSHIP FUND CONSTITUTION AND BY LAWS**

**MINNESOTA VOCATIONAL AGRICULTURE INSTRUCTORS ASSOCIATION**  
**(MINNESOTA ASSOCIATION OF AGRICULTURAL EDUCATORS)**

**ADOPTED JULY, 1971**

**PREAMBLE**

We, the undersigned, for the purpose of forming a scholarship fund for the purpose here in after stated and to insure its qualifications as an exempt organization under the applicable federal income tax statutes and regulations, more particular US Code, Section 501 (5) do hereby associate ourselves and adopt the following constitution.

**ARTICLE I - NAME**

The name of this association is the Minnesota Vocational Agricultural Instructors Association (Minnesota Association of Agricultural Educators) Scholarship Fund.

**ARTICLE II - PURPOSE**

The purposes for which it is formed are:

- A. To raise funds by public solicitation, and from private individuals and industry, for the purpose of providing scholarship grants and loans to deserving students and teachers in the field of vocational agriculture, for their financial assistance in furthering their educational experience in the field of vocational agriculture and to encourage high standards of scholarship and teaching grants;
- B. To acquire by gift, legacy, devise, purchase or otherwise, property of every kind and nature, real and personal, for such scholarship grants;
- C. To invest, expand, disburse and distribute funds to deserving students and teachers; to provide a central means for reviewing applications for scholarships and to pass on such applications, employing such criteria and under such conditions as the board of directors may determine;
- E. To do all acts and things necessary, convenient or expedient to carry on the above mentioned purposes.

**ARTICLE III - DURATION**

Its duration shall be perpetual.

**ARTICLE IV - OFFICE**

The location and post office address of its office in this state is Minnesota Vocational Agricultural Instructors Association (Minnesota Association of Agricultural Educators) Scholarship Fund, Department of Agricultural Education, University of Minnesota, St. Paul Campus, St. Paul, Minnesota 55108.

**ARTICLE V - MEMBERSHIP**

Membership in this association shall be limited to active members of the Minnesota Vocational Agricultural Instructors Association (Minnesota Association of Agricultural Educators), Inc., and members of the latter corporation shall by virtue of said membership become members of this association.

**ARTICLE VI - NON-PROFIT ASSOCIATION**

- A. This association is organized on a non-stock, non-share basis, and all property of the association is irrevocably dedicated to providing scholarship loans and grants and in no event shall any of its money, net earnings or assets be distributed to or inure to the benefit of any of its members, directors or officers or any of the members, directors, or officers of the Minnesota Vocational Agricultural Instructors Association (Minnesota Association of Agricultural Educators), Inc., or of any private individuals; except that the association shall be authorized and empowered to pay reasonable compensation for services rendered.
- B. Upon liquidation or dissolution of the association or abandonment of it or its property, the same shall be distributed and disbursed to the successor organization, or such agencies, fund foundations, or corporations organized and operated exclusively for educational purposes, which qualify as an exempt organization or organizations under ( C ) ( 3 ) of the internal revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law IRL). In no event,

however, shall any of the property or the proceeds thereof inure to the benefit of any private person, nor to the benefit of the Minnesota Association of Agricultural Educators, Inc., nor its members, officers or directors.

- C. Notwithstanding the identity of membership between this association and the Minnesota Vocational Agricultural Instructors Association (Minnesota Association of Agricultural Educators), Inc., this association is organized as, and shall be, a separate and distinct organization. Separate books and accounts shall be maintained for the association, and no part of its assets shall be commingled with, or treated as part of the assets of the Minnesota Vocational Agricultural Instructors Association (Minnesota Association of Agricultural Educators), Inc.
- D. Notwithstanding any other provisions of this constitution
  1. All income of the organization for each taxable year (for federal income tax purposes) shall be distributed at such time and in such a manner so as not to subject the organization to federal tax under Section 4942 of the Internal Revenue Code of 1954, as amended; and
  2. The organization created hereby shall not engage in any act of self-dealing (as defined in Section 4941 ( D ) of the Internal Revenue Code of 1954, as amended), retain any excess business holdings as defined in Section 4943 ( C ) of the Internal Revenue Code of 1954, as amended, make any investments in such a manner as to subject the organization to tax under Section 4944 of the Internal Revenue Code of 1954 , as amended, or make any taxable expenditures as Minnesota Vocational Agricultural Instructors Association (Minnesota Association of Agricultural Educators)defined in Section 4945 (D) of the Internal Revenue Code of 1954, as amended.

**ARTICLE VII - NON-POLITICAL NATURE**

No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE VIII - BOARD OF DIRECTORS**

The affairs of this association shall be directed by a board of directors whose members shall be the same as those of the Minnesota Vocational Agricultural Instructors Association (Minnesota Association of Agricultural Educators), Inc., and their terms of office as directors of this association shall be concurrent with their terms of office as directors of the Minnesota Vocational Agricultural Instructors Association (Minnesota Association of Agricultural Educators).

**ARTICLE IX - FIRST BOARD OF DIRECTORS**

The names and addresses of the first Board of Directors are:

<u>Office</u>	<u>Name</u>	<u>Address</u>	<u>Term</u>
President	John Murray	Rochester, Minnesota	1 Year
President-elect	Marlin Wacholz	Renville, Minnesota	1 Year
Vice-president	Dwain Vansness	Adams, Minnesota	1 Year
Treasurer	Frank Quam	Stewartville, Minnesota	1 Year
Secretary	Dennis Finstad	Jackson, Minnesota	1 Year
Membership Secretary	James Kastanek	Albany, Minnesota	1 Year
Past President	John Thell	Willmar, Minnesota	1 Year

**ARTICLE X - GENERAL POWERS**

The board of directors of this association shall have the right to amend, alter, change, add to or repeal any provisions contained in the constitution as provided in the by-laws of this association.

**ARTICLE XI - LIABILITY OF MEMBERS**

No member of this association shall incur any personal liability by reason of any debts or liabilities of the association.